



CORPORATION SERVICE COMPANY

RECORDATION NO. 25198-E FILED

MAY 17 '06

2-56 PM

SURFACE TRANSPORTATION BOARD



May 16, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 106696/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 11, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **BNSF RAILWAY COMPANY**
2650 Lou Menk Drive Fort Worth, TX 76131

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **BNSF RAILWAY COMPANY** covering 40 boxcars with reporting marks and numbers – ATW 119501 - ATE 119699 – NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #25198 dated 09/22/04 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of April, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BNSF RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, Fort Worth, TX 76131-2830 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Railcar Lease (the "Lease") dated as of June 23, 2004, effective as of April 16, 2004, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on September 22, 2004 and given Recordation Number 25198.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY

By: Richard A. Marelli
Name: RICHARD A. MARELLI
Title: AVP Carload Equipment

Schedule A

Number of Cars		Equipment Description
40		50' Plate F, 12' plug doors boxcar
1	ATW	119501
2	ATW	119539
3	ATW	119544
4	ATW	119545
5	ATW	119587
6	ATW	119591
7	ATW	119602
8	ATW	119603
9	ATW	119604
10	ATW	119605
11	ATW	119606
12	ATW	119607
13	ATW	119614
14	ATW	119615
15	ATW	119618
16	ATW	119619
17	ATW	119622
18	ATW	119623
19	ATW	119624
20	ATW	119631
21	ATW	119632
22	ATW	119638
23	ATW	119648
24	ATW	119649
25	ATW	119654
26	ATW	119659
27	ATW	119661
28	ATW	119662
29	ATW	119663
30	ATW	119672
31	ATW	119676
32	ATW	119677
33	ATW	119679
34	ATW	119685
35	ATW	119686
36	ATW	119689
37	ATW	119690
38	ATW	119697
39	ATW	119698
40	ATW	119699